

SOLE/Joint INVENTOR
ORIGINAL/SUBSTITUTE/CIP**DECLARATION**

As a below named inventor, I hereby declare that: my residence, post office address, and citizenship are as stated below next to my name. I believe I am the original, first, and sole inventor (if only one name is listed below) or a joint inventor (if plural inventors are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

METHOD AND SYSTEM FOR PERFORMING A RETAIL TRANSACTION USING A WIRELESS DEVICE

as described in the specification [X] attached or [] of patent Application Serial No. _____, filed _____ and amended on _____.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above; that I do not know and do not believe the same was ever known or used in the United States of America before my or our invention thereof, or patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to this application; that the invention has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America on an application filed by me or my legal representative or assigns more than twelve months prior to this application; and that I acknowledge the duty to disclose information of which I am aware which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations § 1.56(a). Such information is material when it is not cumulative to information already of record or being made of record in the application, and

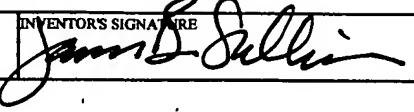
- (1) it establishes, by itself or in combination with other information, a prima facie case of unpatentability of a claim; or
- (2) it refutes, or is inconsistent with, a position the applicant has taken or may take in:
 - (i) opposing an argument of unpatentability relied on by the Office, or
 - (ii) asserting an argument of patentability.

I hereby claim foreign priority benefits under Title 35, United States Code § 119 of any foreign application(s) for patent or inventor's certificates listed below and have also identified below any foreign application(s) having a filing date before that of the application(s) on which priority is claimed:

COUNTRY	APPLICATION NUMBER	DATE OF FILING	PRIORITY CLAIMED UNDER 35 USC 119
			<input type="checkbox"/> YES <input type="checkbox"/> NO
			<input type="checkbox"/> YES <input type="checkbox"/> NO

I hereby claim the benefit under Title 35 United States Code § 120 of any United States application(s) listed below and, insofar as any subject matter of any claim of this application is not disclosed in the prior United States Application, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application: _____.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

FULL NAME OF JOINT INVENTOR James B. Sullivan		INVENTOR'S SIGNATURE 	DATE 12-15-03
RESIDENCE 5882 TARTON CIRCLE			CITIZENSHIP U.S.
MAILING ADDRESS DEBLIN, OH 45017			
FULL NAME OF JOINT INVENTOR Kevin Jennings		INVENTOR'S SIGNATURE 	DATE 12-15-03
RESIDENCE 5630 WOODRIDGE DR			CITIZENSHIP United Kingdom
MAILING ADDRESS COLUMBUS OH 43213			
FULL NAME OF JOINT INVENTOR Doug Hall		INVENTOR'S SIGNATURE 	DATE 12/14/03
RESIDENCE 3551 Edgewood Rd			CITIZENSHIP Canada
MAILING ADDRESS Newtown OH 45244			
FULL NAME OF JOINT INVENTOR Jeffrey Stamp		INVENTOR'S SIGNATURE 	DATE 12/20/03
RESIDENCE 624 Sycamore St. #55			CITIZENSHIP U.S.
MAILING ADDRESS CINCINNATI, OH 45202			

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Applicant: § Confirmation No.: Unknown
§
§ JAMES B. SULLIVAN §
§ KEVIN JENNINGS §
§ DOUG HALL §
§ JEFFREY STAMP §
§
Filed: December 8, 2003 § Art Unit: Unknown
§
Serial No.: Unknown § Examiner: Unknown
§
For: METHOD AND SYSTEM FOR § Docket No.: H014466.0047US0
§ PERFORMING A RETAIL
§ TRANSACTION USING A
§ WIRELESS DEVICE
§
§

POWER OF ATTORNEY BY ASSIGNEE

Under the provisions of 37 C.F.R. §§ 3.71 and 3.73(b), the undersigned assignee of record of the entire right, title and interest in the above-identified patent/patent application by virtue of an assignment recorded (check as applicable):

Concurrently Herewith
 Date Recorded _____
 Reel _____ Frame _____

elects to conduct the prosecution of the application/maintenance of the patent to the exclusion of the named inventor(s) or previous assignee(s). The undersigned hereby declares that he/she is an officer of Assignee and has reviewed the above-referenced assignment and hereby declares that, to the best of his/her knowledge, title is in the Assignee, ADS ALLIANCE DATA SYSTEMS, INC. and further declares that all statements made herein of his/her own knowledge are true and that all statements made on information and belief are believed to be true. The Assignee hereby revokes any previous powers of attorney and appoints the following to prosecute this application, maintain this patent and transact all business in the Patent and Trademark Office connected therewith:

Richard A. Schafer, Reg. No. 45,078
David R. Clonts, Reg. No. 36768

Please direct all communications to: **AKIN GUMP STRAUSS HAUER & FELD, LLP**, 711 Louisiana Street, 1900 Pennzoil Place – South Tower, Houston, Texas 77002, (713) 220-5800, FAX: (713) 236-0822, to the attention of: Richard A. Schafer.

ASSIGNEE
ADS ALLIANCE DATA SYSTEMS, INC.

By: Ivan H. Szeftel
Name: IVAN H. SZEFTEL
Title: PRESIDENT - RETAIL SERVICES
Date: DECEMBER 18, 2003